

STATE OF MISSISSIPPI

TRACT NO. _____

COUNTY OF DeSoto

RIGHT-OF-WAY GRANT

KNOW ALL MEN BY THESE PRESENTS, that for and in consideration of Ten Dollars (\$10.00) and other valuable consideration, the receipt of which is hereby acknowledged, the Grantor does hereby grant, sell, convey and warrant unto Mississippi Valley Gas Company, a Mississippi corporation, herein referred to as ("Grantee"), its successors and assigns, a right-of-way and easement to construct, reconstruct, inspect, operate, maintain, alter, repair, change size of, replace, and remove, one or more pipelines, rectifying equipment and metering and regulating facilities and appurtenances thereto, and to construct, reconstruct, inspect, operate, maintain, alter, repair, replace and remove, in connection with the conduct of its business, telephone, telegraph, and power lines, electrical protection units and appurtenances thereto, including the necessary poles, guy wires and anchors, and ground beds, over and through a strip land as detailed in the attached exhibit. Said right-of-way and easement is located in, on or under the following described lands, situated in **DeSoto County**, State of Mississippi, to-wit: **The SE 1/4 of Section 36, T-2-S, R-8W and the NE 1/4 of Section 1, T-3-S, R-8-W. See attached Exhibit "A" for details.**

L. A. Treadway, Mississippi Valley Gas Company, 5249 Pepper Chase Dr., Southaven, MS 38671

together with and including the right at any and all times hereafter to lay, construct, reconstruct, inspect, operate, maintain, alter, repair, change size of, replace and remove, one or more additional lines of pipe and appurtenances thereto, either lateral or diagonal, within the limits of the right-of-way hereinabove described; provided, Grantee shall pay the then owners of said land and any tenant or lessee thereof, as their respective interests may appear, for any damage to fences, improvements, growing crops and timber which may be caused by the exercise of the rights herein granted.

The Grantee shall have full right, at its sole option, to clear, and keep clear, the right-of-way herein granted, and all timber, trees, undergrowth, and other obstructions which might interfere with the construction or maintenance of said pipelines and appurtenances, or endanger the same.

The Grantee, its successors and assigns are hereby expressly given and granted the right to assign this right-of-way, servitude and easement or any part thereof, or interest therein.

To have and to hold unto Grantee, its successors and assigns, with full right of ingress and egress at all times, so long as the rights and easements herein granted, or any to them, shall be used by, or useful to, Grantee for the purpose herein granted, with all of such rights being assignable, in whole or in part.

The said Grantors are to fully use and enjoy the said premises, except for the purposes herein granted to the Grantee and provided the said Grantors shall not construct or maintain, nor permit to be constructed or maintained, any house, structures, or obstructions, on or over, or that will interfere with the construction, maintenance or operation of, any pipeline or appurtenances constructed hereunder, and will not change the grade over such pipelines.

Grantors covenant and warrant that they are the lawful owners of the above described property free and clear of any unstated liens, encumbrances or imperfections and warrant the title to the same.

Grantors represent that there (is/is not) a tenant with any rights to the above described land. Name of tenant, if any: _____ This contract contains all of the promises, terms and provisions of the agreement made by the parties hereto, and is binding upon any subsequent owner or owners said land, and it is hereby expressly understood that the parties securing this grant in behalf of Grantee are without authority to make any covenant or agreement not herein expressed.

IN WITNESS WHEREOF, the Grantors herein have executed this conveyance, this the 12th day of Sept, 2002.

Edward B. Gale

STATE MS. - DESOTO CO. *BC*
FILED *BC*

SEP 23 1 18 PM '02

BK 428 PG 681
W.E. DAVIS CH. CLK.

INDIVIDUAL ACKNOWLEDGEMENT

STATE OF MISSISSIPPI

COUNTY OF DeSoto

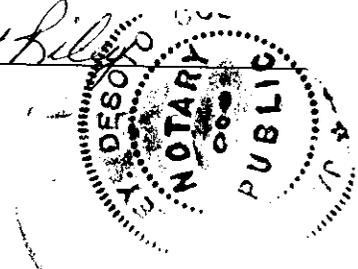
Personally appeared before me, the undersigned authority in and for the above jurisdiction, the within named

EDWARD B. GALE

who acknowledged that HE signed and delivered the foregoing instrument on the day and date therein mentioned.

Given under my hand and official seal this the 12 day of SEPTEMBER, 2002

Jannett Hilley
NOTARY PUBLIC



My Commission Expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
COMMISSION EXPIRES AUGUST 15, 2004
RENDED THRU STEGALL NOTARY SERVICE

CORPORATION ACKNOWLEDGEMENT

STATE OF MISSISSIPPI

COUNTY OF _____

Personally appeared before me, the undersigned authority in and for the State and County aforesaid, the within and above named _____ of _____

_____ a Corporation, who acknowledged that he/she signed, affixed the corporate seal thereto, and delivered the foregoing instrument on the day and year therein mentioned by the authority and as the act and deed of the said Corporation.

Given under my hand and official seal, this _____ day of _____.

NOTARY PUBLIC

My Commission Expires:

TENANT'S CONSENT

The undersigned tenant of the Grantor hereby joins in and consents to the within grant on the agreement that any damages resulting to the property of the undersigned be promptly paid.

This _____ day of _____.

TENANT

Grantor:

Grantee:

MISSISSIPPI VALLEY GAS COMPANY

(Address)

(Address)

(Telephone #)

(Telephone #)

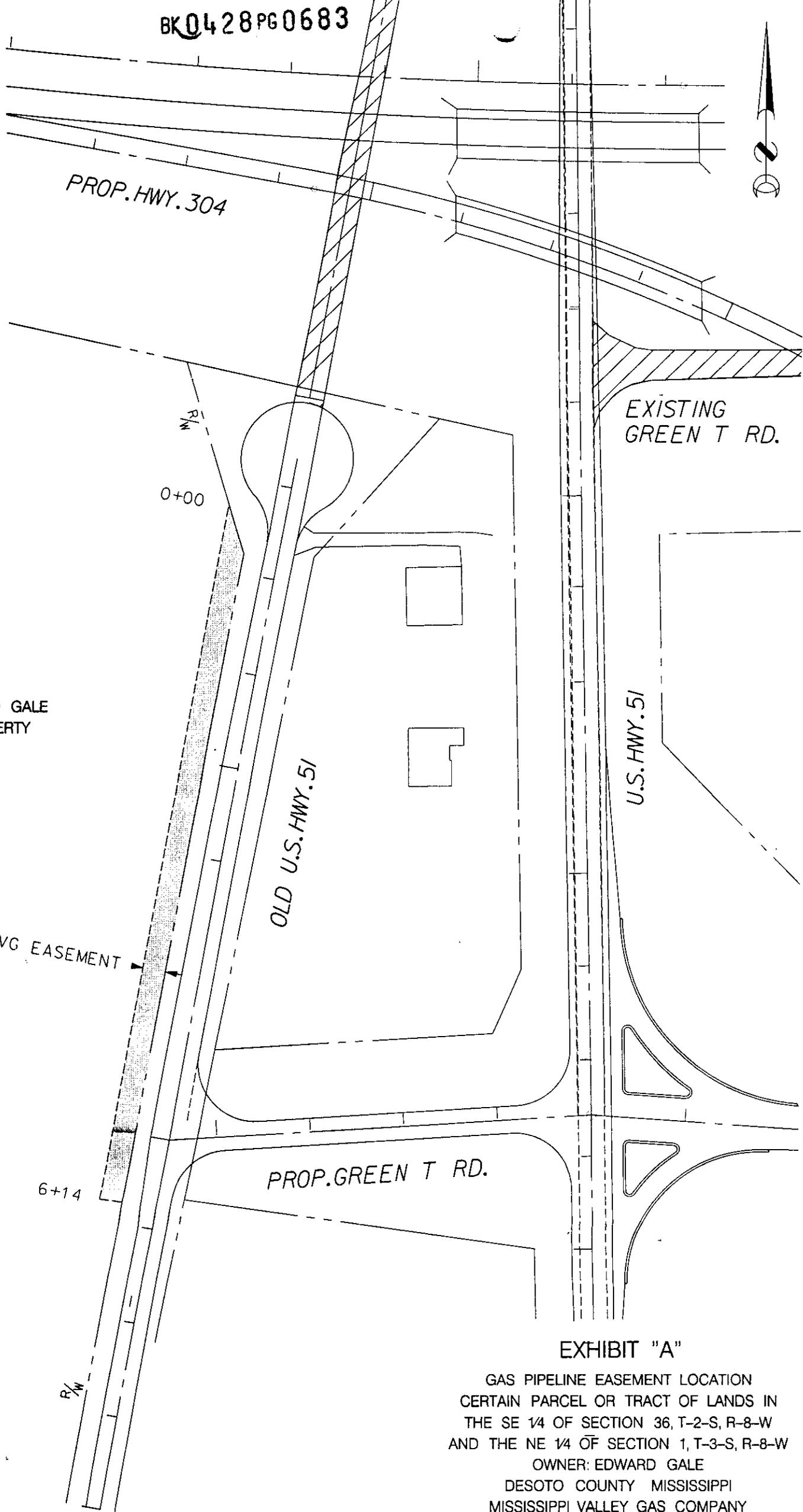


EXHIBIT "A"

GAS PIPELINE EASEMENT LOCATION
CERTAIN PARCEL OR TRACT OF LANDS IN
THE SE 1/4 OF SECTION 36, T-2-S, R-8-W
AND THE NE 1/4 OF SECTION 1, T-3-S, R-8-W
OWNER: EDWARD GALE
DESOTO COUNTY MISSISSIPPI
MISSISSIPPI VALLEY GAS COMPANY
DATE:08/14/01 #251 SCALE:N.T.S.